## FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SEC Mall Processing Section

JAN 18 2008

# FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

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OMB API	PROVAL
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average	burden
hours per response	16.00

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Name of Ordering ( check if this is an an USA IRR, DST	nendment and name h	as changed, and indi	cate change.)		, , , , , , , , , , , , , , , , , , , ,	
Filing Under (Check box(es) that apply):  Type of Filing: New Filing	Rule 504 Amendment	☐ Rule 505	⊠ Rule 5	506 <b>[</b>	Section 4(6)	ULOE
	A. BAS	IC IDENTIFICAT	ION DATA		•	
1. Enter the information requested about th	ne issuer					
Name of Issuer ( check if this is an am	endment and name ha	s changed, and indic	ate change.)			
USA IRR, DST						
Address of Executive Offices	(Number and Street,	City, State, Zip Co	ic)	Telephone N	lumber (Including	Area Code)
c/o U.S. Commercial, LLC, Five F	inancial Plaza, Suit	e 205, Napa, CA	94558	(800) 6	511-1160	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street,		CESSI	•	lumber (Including	Area Code)
Brief Description of Business						
The acquisition, lease and sale of t	real property held by	y a Delawar <b>y Arp</b> t	2-5-2008		11881118	TA HARRA (IIII) ANNIN ARIA (IIII)
Type of Business Organization		THO	MSOM			18 H
corporation	limited partners	hip, already i	ANCIAL	other (p	TARRAM BONTA HAND TO	
■ business trust     ■ continue to the property of th	limited partners	hip, to be formed			080	23407
Actual or Estimated Date of Incorporation	or Organization:	Month 0 4	Year 0 7	Actual	☐ Estimated	
Jurisdiction of Incorporation or Organization	•			r State:		
	CN for Canada: I	N for other foreign	jurisdiction)		DE	

#### GENERAL INSTRUCTIONS

#### Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. □ Director ☐ General and/or □ Executive Officer Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner Managing Partner Full Name (Last name first, if individual) U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 205, Napa, CA 94558 Check Box(es) that Apply: Promoter ■ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner Executive Officer Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Director General and/or ■ Beneficial Owner ☐ Executive Officer ☐ Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Director General and/or Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

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											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.		****	***************************************	·	•••••	🛛	
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3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?		·····				-		
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Yes  1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	No ⊠
Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	No
2. What is the minimum investment that will be accepted from any individual?	No
Yes  3. Does the offering permit joint ownership of a single unit?	No
<ol> <li>Does the offering permit joint ownership of a single unit?</li></ol>	_
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) McGinley, Michael	
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  McGinley, Michael	
McGinley, Michael	
Business or Residence Address (Number and Street, City, State, Zip Code)	
11022 South 51st Street, Suite 200, Phoenix, AZ 85044	
Name of Associated Broker or Dealer	
Gunnallen Financial, Inc  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	
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Full Name (Last name first, if individual) Hickey, James and Smith, Todd	
Business or Residence Address (Number and Street, City, State, Zip Code) 111 Corporate Dr., Suite 120, Ladera Ranch, CA 92694-1158	
Name of Associated Broker or Dealer	
U.S. Select Securities LLC	
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Shurow, Pete	
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3. Does	s the offeri	ng <del>perm</del> it j	oint owner	ship of a si	ngle unit?.						🛛	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
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1. Has	the issuer	sold, or doe	es the issue	r intend to	sell, to non	-accredite	d investors	in this offe	ring?		Yes □	No ⊠
		ŕ			o in Append	•						
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											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a s	ingle unit?.	••••••		·····			🛛	
4. Ente	er the infor	nation requ	uested for e	ach persor	n who has b	een or wil	l be paid or	given, dire	ectly or ind	irectly, any		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC												
					d person or e broker or							
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20	l Main St	eet, Suite	1500, Ft.	Worth, T	X 76102							
Name o	of Associate	ed Broker (	or Dealer									
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			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. Wha	ut is the mir	nimum inve									\$ 100,0	00*
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3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	••••••						
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
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2. Wha	t is the min	iimum inve	stment tha	t will be ac	cepted from	n any indi	vidual?				<u>\$ 100,0</u>	00*
											Yes	No
3. Does	the offeri	ng permit j	oint owner	ship of a si	ngle unit?						🛛	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the												
offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are												
and/o	or with a st	ate or state	s, list the n	ame of the	broker or o ou may set	dealer. It m	ore than to	ve (5) person	ons to be II oker or dea	sted are ler only.		
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	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		⊠
Answer also in Appendix, Column 2, if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual?	\$ 100,00	00*
	Yes	No
3. Does the offering permit joint ownership of a single unit?	$\boxtimes$	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any		
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC		
and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual)		<u> </u>
McDermott, Dean		
Business or Residence Address (Number and Street, City, State, Zip Code)		
26 W. Broad Street, P.O. Box 1889, Bethlehem, PA 18016		
Name of Associated Broker or Dealer Steven L. Falk & Associates Inc.		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)		States
	[HI]	[ID]
	[MS] [OR]	[MO] [RA]
	[WY]	(1821) [PR]
Full Name (Last name first, if individual)		
Fitzgerald, Kevin		
Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 216, Napa, CA 94558		
Name of Associated Broker or Dealer		
U.S. Select Securities LLC	<u>.                                    </u>	<del></del> .
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	☐ All	States
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	[MS]	[MO]
	(OR) [WY]	[PA] [PR]
Full Name (Last name first, if individual)		
Morrison, Judy		
Business or Residence Address (Number and Street, City, State, Zip Code) 1400 Browns Lane, Louisville, KY 40207		
Name of Associated Broker or Dealer		- <u>-</u>
American Portfolios Financial Services, Inc.		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	☐ All	States
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2. Wha	at is the mi	nimum inv						Ŧ		••••••	\$ 100,0	00*
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Cap	pwest Secu	rities, Inc.										
Capwest Securities, Inc.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												Il States
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2. Wha	at is the mu	nimum inv	estment tha	it will be a	ссертеа то	m any indi	viduai?				\$ 100,0	<u>uur</u>
3. Doe	s the offeri	ng permit	joint owner	ship of a s	ingle unit?.	•••••					Yes 🔯	No □
4. Ente	er the infon	mation req	uested for e	each persor	n who has b	een or wil	l be paid or	given, dire	ectly or ind	irectly, any		
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•											Yes	No
3. Doe	s the offeri	ng permit	joint owner	ship of a s	ingle unit?.		••••••	••••••				
com offe and/	er the information or ring. If a proor with a so ciated pers	similar ret erson to be tate or state	nuneration e listed is a es, list the 1	for solicita n associate name of the	ition of pui d person oi broker or	chasers in agent of a dealer. If r	connection broker or nore than f	with sales dealer regis ive (5) pers	of securition stered with sons to be l	the SEC isted are		
	ime (Last n		if individua	al)								
	ss or Resid		ess (Numbe	er and Stree	et, City, Sta	ite, Zip Co	de)					
	25 Highla				-	<u> </u>						
	of Associat											
	nnallen F			<del></del> .								<b>_</b>
	n Which Pe eck "All St										🔲 Al	1 States
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	s or Reside				-	ite, Zip Co	de)					
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MC	CL Financ	ial Group	, Inc.									
	n Which Pe eck "All St							••••••			🔲 Al	l States
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	N. Maple		•				<i>,</i>					
	f Associate P Securiti		or Dealer									
	n Which Pe						sers				AI	l States
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		•										

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										***************************************	Yes	No ⊠
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. What	t is the mir	iimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?			*************************	<b>\$ 100,0</b>	00*
											Yes	No
comr offer and/o	nission or ing. If a p or with a st	similar ren erson to be ate or state	nuneration listed is and s, list the n	for solicita associated ame of the	who has b tion of pure d person or broker or o ou may set	chasers in a agent of a dealer. If n	connection broker or on nore than fi	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
	me (Last n		f individua	1)			-					
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Five	e Financia	ıl Plaza; #	216, Napa	a, CA 94:	558-6418							
Name of	f Associate	d Broker o	r Dealer									
U.S.	. Select Se	curities LL	С									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												l States
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Kur	nz, Kim											
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	f Associate ancial We		or Dealer		-							
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235	21 Paseo	De Valen	cia, Trabı		on, CA 92	-		<u>-</u>				
	f Associate ney Conce											. <u></u> .
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											All States	
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	<u> </u>			-		<u> </u>		_			Yes	No No
1. Has t	he issuer se	old, or doe	s the issuer	intend to s	sell, to non-	accredited	investors i	n this offer	ing?	•		$\boxtimes$
					in Append							
2 What	t is the min	imum inve									. \$ 100,00	00*
2. Wildi	i is the min	man mvc	Simon that	WIII 00 40	copica noi						Yes	No
										•••••		
comr offer and/o	nission or s ing. If a pe or with a st	similar rem erson to be ate or state	ested for ea nuneration i listed is an s, list the n a broker o	for solicitat associated ame of the	tion of pure I person or broker or o	chasers in o agent of a lealer. If m	onnection broker or d ore than fi	with sales ( lealer regist ve (5) perso	of securitie tered with t ons to be li	s in the he SEC sted are		
Full Name (Last name first, if individual) Allen, Charles												
Business or Residence Address (Number and Street, City, State, Zip Code) 3525 N. Causeway Blvd., Suite #901, Metairie, LA 70002												
	f Associate				· · ·							·
Tria	d Advisors	, Inc.										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												l States
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	rning, Rob			1.0.			1-)		<del></del> .	<del> </del>	····	
Busines 125	s or Reside	nce Addre	ss (Numbe as Highw	r and Stree av. Build	t, City, Sta ing 1. Suit	ie, Zip Cod ie 410. Au	ie) istin, TX	78746				
	f Associate			<u>.,</u>		, , , , , , , , , , , , , , , , , , , ,						
	ect Capita											
States in (Che	n Which Pe eck "All St	rson Liste ates" or ch	d Has Solic eck individ	ited or Inte ual States)	ends to Soli	icit Purcha	sers		•••••		🔲 AI	l States
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			ss (Numbe rlottesville			te, Zip Co	de)					
	f Associate							-				
			lvisors, Inc			<del></del>			<del>_</del> -			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											🗀 Al	Il States
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				<u></u>		•			· 0		Yes	No
1. Has	the issuer s	old, or doe						•			🔲	ы
							n 2, if filing	-				
2. Wha	t is the mir	imum inve	estment tha	t will be ac	cepted from	n any indi	vidual?				\$ 100,00	00*
											Yes	No
3. Does	s the offeri	ng permit j	oint owner:	ship of a si	ngle unit?	••••••					🛛	
comi offer and/	mission or ring. If a p or with a st	similar ren erson to be ate or state	nuneration listed is and s. list the n	for solicita associated ame of the	tion of pure 1 person or broker or	chasers in a agent of a dealer. If n	be paid or connection broker or d nore than fi nformation	with sales lealer regis ve (5) pers	of securitie tered with ons to be li	the SEC sted are		
	me (Last n oank, Tex		f individua	1)							_	
	s or Reside e H&R Bl					te, Zip Coo	đe)					
	f Associate											
	R Block										<u> </u>	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												States
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Full Na	me (Last n	ame first, i	t individua	1)								
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer								<u></u>	
States is	n Which Pe eck "All St	erson Liste ates" or ch	d Has Solic eck individ	ited or Into	ends to Sol	icit Purcha	sers				🔲 A!	l States
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Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)		. <u></u>		·	
Name o	of Associate	ed Broker o	or Dealer			· · <del>-</del>						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											🗌 AI	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCEEDS		
<ol> <li>Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged</li> </ol>	Aggregate		Amount Aiready
Type of Security	Offering Pric	e	Sold
Debt	\$0		\$0
Equity	\$0		\$0
Common Preferred			
Convertible Securities (including warrants)	\$0	_	\$0
Partnership Interests	\$0	_	\$0
Other (Specify Individual beneficial interests in the Delaware Statutory Trust)	\$ 13,335,000		\$ 12,324,876.70
Total	\$ 13,335,000	_	\$ 12,324,876.70
Answer also in Appendix, Column 3, if filing under ULOE.			
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
	Number Investors		Dollar Amount of Purchases
Accredited Investors	60		\$ 12,324,876.70
Non-accredited Investors	0	_	\$ 0
Total (for filings under Rule 504 only)		_	<u>\$</u>
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.			
	Type of Security		Dollar Amount Sold
Type of Offering	Security		\$
Rule 505		_	\$
Regulation A		_	
Rule 504			<u>s</u>
Total			<u>s</u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees		X	\$0
Printing and Engraving Costs		$\boxtimes$	\$0
Legal Fees		Ø	\$ 466,596
Accounting Fees		×	\$0
Engineering Fees		$\boxtimes$	\$0
Sales Commission (specify finders' fees separately)		Ø	\$ 933,450
Other Expenses (Due Diligence)		×	\$0
Total		$\boxtimes$	\$ 1,400,046

	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSE	ES AND USE OF	PROCEEDS	
b.	Enter the difference between the aggregand total expenses furnished in response gross proceeds to the issuer."	to Part C – Question 4.a. This difference	e is the "adjuste	:d 	\$ 11,934,954
5.	Indicate below the amount of the adjuste each of the purposes shown. If the amou check the box to the left of the estimate. gross proceeds to the issuer set forth in r	nt for any purpose is not known, furnish The total of the payments listed must ed	n an estimate and qual the adjusted	1	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🛛	\$0	<b>⋈ 5</b> 0
	Purchase of real estate		🛭	\$0	\$ 8,900,000
	Purchase, rental or leasing and insta	llation of machinery and equipment	🗵	\$0	<b>⊠</b> <u>\$0</u>
		dings and facilities			<b>3</b> 0
	Acquisition of other businesses (incoffering that may be used in exchan	luding the value of securities involved in ge for the assets or securities of another	n this issuer	\$0	<b>∑ \$</b> 0
	Repayment of indebtedness		🛛	\$0	⊠ \$0
	Working capital		🛛	\$0	\$ 517,774
	Other (specify): Real Estate Acquisi	tion Fees	🗵	\$ 776,000	\$ 1,741,180
	Column Totals		🛛	\$ 776,000	\$ 11,158,954
	Total Payments Listed (column tota	Is added)		<b>⊠</b> <u>\$1</u>	1,934,954
		D. FEDERAL SIGNATURE			
foll	issuer has duly caused this notice to be sowing signature constitutes an undertaking test of its staff, the information furnished	g by the issuer to furnish to the U.S. See	curities and Exc	hange Commission	on, upon written
Issu	er (Print or Type)	Signature		Date	
US.	A IRR, DST	W Lane	•	117	D8
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)	·	_	
Ke	in S. Fitzgerald	Chief Executive Officer, U.S. Adviso	r, LLC, as a Tr	stee of USA IRR	, DST

-ATTENTION----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. ST.	ATE SIGNA	TURE				
Is any party described in 17 CFR 230.262     of such rule?						Yes	No ⊠
	See Appendix, C	Column 5, fo	r state response	•			
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a			strator of any st	tate in which t	his notice is fi	led, a not	ice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the	e state admi	nistrators, upon	written reque	st, informatio	n furnish	ed by the
4. The undersigned issuer represents that the Limited Offering Exemption (ULOE) of of this exemption has the burden of establishment.	the state in which	this notice i	s filed and unde	rstands that th			
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to	be true and	l has duly cause	ed this notice	to be signed o	n its beh	alf by the
Issuer (Print or Type)	Signature	1		Da	te . I		
USA IRR, DST	W	4	Mar		_ '[17](	8	<del>-</del>
Name (Print or Type)	Title (Print or T	ype)			<u></u>		

Chief Executive Officer, U.S. Advisor, LLC, as a Trustee of USA IRR, DST

#### Instruction:

Kevin S. Fitzgerald

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

;		,	3			4			5
*	Intend to non-ac investors (Part B-	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and rchased in State C-Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of		Number of			
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL		Ø	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	i	\$153,734.44	0	N/A		⊠
AK									
AZ		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	1	\$100,000	0	N/A		Ø
AR		Ø	Beneficial interests in the Delaware Statutory Trust- \$13,335,000		<b>\$</b> 83,358.69	0	N/A		⊠
CA		×	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	31	<b>\$</b> 7,938,182.08	0	N/A		Ճ
СО		X	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	2	\$293,600.16	0	N/A		፟
СТ			<del></del> ·	_	•				
DE									
DC									
FL									
GA									
НІ									
ID									
IL									
IN									
IA		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	l	\$200,000	0	N/A		Ø
KS									
KY		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	ı	\$125,813.86	0	N/A	٥	⊠
LA									
ME					<u> </u>				

## APPENDIX

1	2	2	3			4		4	5			
		ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pui	investor and rchased in State C-Item 2)		under Sta (if yes,	attach ation of granted)			
				Number of		Number of						
State	Yes	No		Accredited Investors	Amount	Non-Accredited Investors	Amount	Yes	No			
MD												
MA												
MI		Ø	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	l	\$103,092.78	0	N/A		⊠			
MN												
MS												
МО		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	ı	\$110,208.18	0	N/A		⊠			
МТ												
NE												
NV							<u>.</u>					
NH		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	i	\$192,600.45	0	N/A		⊠			
NJ		Ø	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	1	\$58,833.82	0	N/A		⋈			
NM												
NY		Ø	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	3	<b>\$</b> 198,356.43	0	N/A		⊠			
NC		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	5	\$1,192,139.12	0	N/A		⊠			
ND					<u> </u>				0			
ОН												
ОК		Ø	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	l	\$314,400	0	N/A		⊠			
OR												
PA		×	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	2	\$408,281.88	0	N/A		⊠			

#### APPENDIX

5									
1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and  amount purchased in State  (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
RI								] 	
SC		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	1	\$248,132.35	0	N/A		⊠
SD									
TN		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	1	\$99,010.99	0	N/A		⊠
TX		Ø	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	2	<b>\$</b> 185,000		N/A		⊠
UT		⊠	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	1	\$74,994.44	0	N/A		⊠
VT									
VA		Ø	Beneficial interests in the Delaware Statutory Trust- \$13,335,000	2	\$245,137.03	0	N/A		⊠
WA									
wv									
WI									
WY									
PR									

END